

**ARTICLES OF INCORPORATION**  
**OF**  
**[YOUR CITY] EMS SERVICE**

The undersigned natural persons, all of whom are at least nineteen (19) years of age, acting as the incorporators of a nonprofit corporation hereafter referred to as the "Corporation", under the provisions of the Alaska Nonprofit Corporations Act (hereinafter referred to as the "Act") adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the Corporation is the [Your City] EMS Service.

**ARTICLE II**

**PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE III**

**PURPOSES AND POWERS**

Section 1. Purposes. The purposes for which the Corporation is formed, in addition to any others set forth elsewhere in these articles, are:

- a. To unite and encourage the residents of the area of [Your City], Alaska, in providing and improving emergency medical services capabilities;
- b. To provide general rescue and emergency medical services and to provide first aid and life-saving activities, whether associated with or arising out of fires or other causes;

- c. To educate both individuals and the community in injury prevention methods,
- d. To make donations for public welfare or charitable, scientific, or educational purposes;
- e. To purchase, loan, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest, trade or deal in and with goods, wares, merchandise and real and personal property of every, class and description; and,
- f. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objectives or the furtherance of any or the powers herein set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things, incidental or pertinent or growing out of or connected with the aforesaid objectives or purposes, or any part or parts thereof, providing same be not inconsistent with the laws of the State of Alaska under which this Corporation is organized.

The Corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member or director. The balance, if any, of all money received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatsoever kind or nature, shall be used and distributed exclusively for educational and charitable purposes compatible with the objectives for which this corporation is organized.

The Corporation may not engage in any activity that will result in a profit to the corporation or its members.

Section 2. Statutory powers. Subject to any specific written limitations or

restrictions imposed by the Act, by other law, or by these Articles of incorporation, and solely in furtherance of, but not in addition to; the limited purposes set forth in section 1 of this Article, the Corporation shall have and exercise all the powers specified in AS 10.20.011.

Section 3. I.R.C. Qualification. This Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United states Internal Revenue law).

#### ARTICLE IV

##### MEMBERSHIP

The members of this Corporation will consist of the initial Board of Directors set out in Article IX of these Articles of Incorporation and such other persons as may, from time to time, become members in the manner provided in the bylaws of the Corporation. Membership shares in the corporation may not be issued, save that the Directors shall be entitled to issue a membership certificate to each member.

#### ARTICLE V

##### DIVIDENDS

The Corporation may not declare and/or pay any dividends at any time.

#### ARTICLE VI

##### DISSOLUTION, LIQUIDATION AND DISTRIBUTION OF ASSETS

Upon the dissolution of the Corporation the assets of the Corporation shall be distributed (a) for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding section or any future United States Internal Revenue law) or (C) to the federal government, or to a state or local government, or a public purpose.

Any such assets not so disposed of shall be disposed of by the Superior Court for the State of Alaska, [Your] Judicial District at [Your City], exclusively for such purposes or to such organization or organizations (which are organized and operated exclusively for such purposes) as said Court shall determine.

## ARTICLE VII

### PROVISIONS FOR REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION

Section 1 - Membership Meetings. Membership meetings are not required.

Section 2. Directors. Meetings of the Board of Directors of the Corporation, regular or special, may be held either within or outside the State of Alaska.

Section 3. Code of Bylaws. The Code of Bylaws of the corporation shall be adopted by the membership of the Corporation by majority vote. The power to alter, amend, or repeal the Code of Bylaws, or to adopt a new Code of Bylaws, is vested in the membership of the Corporation. The Code of Bylaws may contain provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Act or these Articles of incorporation.

Section 4. Places of Records of Account. Subject to the conditions existing under the Act and the laws of the State of Alaska, the books of account records, documents and papers of the Corporation may be kept at any place or places within the State of Alaska.

Limitations on the place or places where the books of account, records documents and papers of the Corporation may be kept may be made, from time to time, by the Code of Bylaws of the Corporation.

Section 5. Prohibition Against Issuance of Shares. Shares of stock evidencing ownership in the Corporation may not be issued.

Section 6. Transfer. Transfer of membership in the Corporation is prohibited.

## ARTICLE VIII

### ADDRESS OF RESIDENCE OF OFFICERS AND

#### NAME OF RESISTERED AGENT

Section 1. Registered Office. The address of the registered office of the Corporation is:

Section 2. Registered Agent. The name of the registered agent of the Corporation is:

## ARTICLE IX

### DATA RESPECTING DIRECTORS

Section 1. Board of Directors. The Board of Directors shall consist of at least five (5) Directors, who must be active badge members of the Corporation and residents in the geographical area served by the [Your City], Alaska, road system. Each Director must maintain such residence during the entire period of service on the Board of Directors.

Section 2. Names and Addresses of the Directors. The names and addresses of

the persons who are to serve as initial Directors at the first and last meeting of the directors, or until their successors shall have been elected and qualified, and who shall manage and control the business and affairs thereof until their successors are elected and qualified are:

Section 3. Increase or Decrease Board of Directors. The number of Directors may be increased or decreased, from time to time, by amendment of the Code of bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director.

#### ARTICLE X

##### DATA RESPECTING INCORPORATORS

The names and addresses of the incorporators of the Corporation are:

Executed this 1<sup>st</sup> day of January, 2000